



MANIPUR STATE POWER DISTRIBUTION COMPANY LIMITED

মণিপুর স্টেট পাওয়ার ডিস্ট্রিবিউশন কোম্পানি লিমিটেড

(Regd. Office: 3rd Floor Directorate Building, Near 2nd MR Gate, Imphal Dimapur Road,
Imphal, Manipur - 795 001)

CIN: U40101MN2013SGC008343

No. 01/01/2014-MSPDCL (CS)/RTI/9/-22

Date: 18.02.2025

To,

The Executive Director (HR/Admn./IT/Legal)
MSPDCL

Sub: Implementation of Suo Moto disclosure under Section 4 of Right to Information (RTI) Act, 2005 – Issue of guidelines regarding

Ref: W.P.(C). No. 990 of 2021 Supreme Court of India (Kishan Chand Jain Vs Union of India & Ors.)

Sir,

Please find enclosed herewith a copy of the reply regarding the subject mentioned above and its enclosures for your kind perusal.

Yours faithfully,

CS Laishram Birdas Singh
Company Secretary
MSPDCL
MN: F12961

Copy to:

1. The Managing Director, MSPDCL
2. The File Concerned

DGM/AR
19/02/25

19/2/25

DM/Supra

copy of
including
reply sheet

Reply to 1.7 (i)

Name of Boards/Committee

The list of Directors is enclosed as Annexure-I.

Reply to 1.7 (ii)

Composition of Boards/Committee

The order copy is enclosed as Annexure - II.

Reply to 1.7 (iii)

Dates from which constituted

Kindly refer the Annexures - I & II.

Reply to 1.7 (iv)

Term/Tenure

The term/tenure of the Board has not been specified in the Company's Articles of Association. We do adopt the timely order issued by the State Government and its respective Administrative Department (Power Department).

Whereas, the tenure of the Independent Directors is five consecutive years; however, they shall be entitled to reappointment by passing a Special Resolution in the General Meeting of the Company.

Reply to 1.7 (v)

Powers and Functions of the Board

Provision to section 179 of the Companies Act, 2013 read with Article No. 75 & 76 of the Articles of Association of the Company/MSPDCL.

AOA copy is enclosed as Annexure - III.

Reply to 1.7 (vi)(vii)(viii)

THE MEETINGS OF THE BOARD OF DIRECTORS AND SUB-COMMITTEES OF THE BOARD ARE NOT ACCESSIBLE TO PUBLIC.

SIMILARLY, THE AGENDA PAPERS AND MINUTES BOOKS OF THE BOARD OF DIRECTORS AND SUB-COMMITTEES OF THE BOARD ARE NOT OPEN FOR PUBLIC INSPECTION. SINCE IT IS CLOSED-HELD STATE GOVERNMENT COMPANY.

Under the Companies Act, 2013, board meetings are generally not open to the public; only directors, the company secretary, and individuals specifically permitted by the board can attend a board meeting, meaning the public does not have access to these meetings.

Signature
12/12/20



MANIPUR STATE POWER DISTRIBUTION COMPANY LIMITED

মহাশক্তি সঞ্চালন সীমিত কোম্পানি

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Annexure - 2

LIST OF DIRECTORS AS ON 18.02.2025

SL.N.	NAME	DIN	DESIGNATION	APPOINTMENT
1.	Dr. Shailesh Kumar Chourasia	09428203	Chairman (NED)	27.11.2021
2.	Mr. Hijam Shantikumar Singh	10331278	MD	26.09.2023
3.	Mr. Ngairangbam Subhachandra Singh	08941757	Director	30.11.2020
4.	Mr. Mangsatabam Rabi Singh	10423605	Director	26.09.2023
5.	Prof. Wahengbam Chandbabu Singh	08042484	ID	26.09.2023
6.	CA Rakesh Kumar Jain	02411569	ID	26.09.2023
7.	Mr. Kamei Gaikulung	10918351	Director	21.12.2023

* ID - Independent Director

* NED - Non-Executive Director

For and on behalf of the Company
Manipur State Power Distribution Company Limited

CS Laishram Birdas Singh
Company Secretary
MN: F12961



MANIPUR STATE POWER DISTRIBUTION COMPANY LIMITED

মণিপুর শক্তি বিতরণ সীমিত দায়িত্ব কোম্পানী লিমিটেড

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Annexure-I

AUDIT COMMITTEE

As on 18.02.2025

SL.N.	NAME	DIN	DESIGNATION	APPOINTMENT
1.	CA Rakesh Kumar Jain	02411569	Chairman (ID)	26.09.2023
2.	Prof. Wahengbam Chandbabu Singh	08042484	ID	26.09.2023
3.	Mr. Hijam Shantikumar Singh	10331278	MD	26.09.2023
4.	Mr. Kamei Gaikulung	10918351	Director (Comm.)	21.12.2023

* ID - Independent Director

* NED - Non-Executive Director

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MANIPUR STATE POWER DISTRIBUTION COMPANY LIMITED

মহাৰাষ্ট্ৰ শক্তি বিতৰণ কোম্পানী লিমিটেড

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Annexure-2

NOMINATION AND REMUNERATION COMMITTEE

As on 18.02.2025

SL.N.	NAME	DIN	DESIGNATION	APPOINTMENT
1.	Prof. Wahengbam Chandbabu Singh	08042484	Chairman (ID)	26.09.2023
2.	CA Rakesh Kumar Jain	02411569	ID	26.09.2023
3.	Mr. Hijam Shantikumar Singh	10331278	MD	26.09.2023
4.	Mr. Mangsatabam Rabi Singh	10423605	Director (Tech.)	26.09.2023

* ID - Independent Director

* NED - Non-Executive Director

For and on behalf of the Company
Manipur State Power Distribution Company Limited

CS Laishram Birdas Singh
Company Secretary
MN: F12961



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RISK MANAGEMENT COMMITTEE

As on 18.02.2025

SL.N.	NAME	DIN	DESIGNATION	APPOINTMENT
1.	Dr. Shailesh Kumar Chourasia	09428203	Chairman (NED)	27.11.2021
2.	CA Rakesh Kumar Jain	02411569	ID	26.09.2023
3.	Mr. Hijam Shantikumar Singh	10331278	MD	26.09.2023
4.	Mr. Mangsatabam Rabi Singh	10423605	Director (Tech.)	26.09.2023

* ID – Independent Director

* NED – Non-Executive Director

For and on behalf of the Company
Manipur State Power Distribution Company Limited

CS Laishram Birdas Singh
Company Secretary
MN: F12961

Office of the ~~Minister~~
Receipt No. 2833
Dated 11/11/2022

GOVERNMENT OF MANIPUR
SECRETARIAT : POWER DEPARTMENT

Office of the ~~Minister~~
Receipt No. 2848
Dated 15/11/2022
Annexure - II

ORDERS
Imphal the 9th November, 2022

POWER-2/27/2022-POWER-PD-Part(1): In supersession of all previous orders issued in this regard and in pursuance of the decision of the State Cabinet in its meeting held on 20/09/2022, the Governor of Manipur is pleased to amend the existing structure of the Board of Directors of Manipur State Power Company Limited (MSPCL) and Manipur State Power Distribution Company Limited (MSPDCL) in line with the Revised Guidelines for Corporate Governance Issued by Ministry of Power, Government of India as shown below:

MSPCL	MSPDCL	Designation
Administrative Secy (Power), GoM	Administrative Secy (Power), GoM	Chairman
Administrative Secy (Finance)	Administrative Secy (Finance), GoM	Ex-Officio Director
Managing Director(MSPCL)	Managing Director(MSPDCL)	Functional Director
ED(TECH)	ED(TECH)	Functional Director
ED(Generation)	ED(Commercial)	Functional Director
ED (Finance)	ED(Finance)	Functional Director
Independent Director	Independent Director	Independent Director
Independent Director	Independent Director	Independent Director
Independent Director	Independent Director	Independent Director
		Independent Director/Women

2. It is also further ordered that;

2.1. the State Government may appoint an Additional Director cum Chairman of the Board of Directors in partial modification of above proposed composition, when the Government is of the view that it is necessary to do so at that point of time.

2.2. the appointment of Functional Directors shall be made by inviting eligible applicants from the internal candidates. In case of non-availability of internal candidates, the Government may consider to invite application from external candidates through open advertisement as per qualification prescribed at Para. 4(e) of the Cabinet Memorandum and enclosed as Annexure-I to this Orders.

2.3. the Executive Director (Technical /Generation /Finance) & the Executive Director (Technical/ Commercial/ Finance) in MSPCL & MSPDCL respectively shall be considered as internal candidates for Functional Directors irrespective of the qualifications mentioned at Para.2.2. above.

2.4. Further, that the Independent Directors shall be appointed as per the provisions of the Companies Act, by adopting the appointment procedure in the relevant expertise field like Law/Finance/Technical/Administration etc. Not more than one retired civil servant having a minimum of two years of experience in the Power Sector may be considered for Independent Director positions and must be not below the rank of Principal Secretary.

2.5. The upper age limit for appointment on the Board shall be 58 years with a maximum tenure of 3 years which shall be strictly non- extendable.

2.6. Respective Companies to formulate a comprehensive Code of Conduct and ethics policy for the Board of Directors and Senior Managers as per Department of Public Enterprises guidelines.

ED(HR)/Company Secretary

[Signature]
11/11/22
Mr/HR I

[Signature]
15/11/22

Powers/Duties of Directors shall be as defined in the Articles of Association of the respective companies and may further be defined in line with roles/duties and functions of Directors/Independent Directors Indicated in Annexure-I of the Revised Guidelines for Corporate Governance.

2.7. Necessary Board Level Committees to be formed by the respective Companies and take up necessary action as Indicated the Revised Guidelines for Corporate Governance.

2.8. Guidelines indicated In Revised Guidelines for Corporate Governance, for State Discoms In matters of Financial reporting and control and HR Policies shall be strictly followed.

2.9. Signing of Memorandum of Understanding (MOU) between the State Government and both Companies i.e. MSPCL & MSPDCL every year in the month of March covering Key Result Areas(KRAs) like adhering to AT & C loss and ACS-ARR gap reduction trajectory etc and develop a reporting and evaluation mechanism against the KRAs which shall be closely linked with the performance of the covering Key Result Area detailed at Indicative prescribed format at Annexure-V of the Revised Guidelines for Corporate Governance.

3. This is issued with the concurrence of Department of Personnel, Government of Manipur vide their U.O No.89/2022-2023/DP dated 24/10/2022.

By order & In the name of Governor:


(Orjubala Haorongbam)
Deputy Secretary (Power)
Government of Manipur

Copy to:-

1. Secretary to Chief Minister, Manipur.
2. PPS to Minister(Power), Manipur.
3. Staff Officer to Chief Secretary, Govt. of Manipur.
4. Administrative Secretary(Finance/Power), Govt. of Manipur.
5. Accountant General, Manipur.
6. Managing Director(MSPCL/MSPDCL), Manipur.
7. All Officers concerned.
8. Guard File.

General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

75. Without prejudice to the generality of the powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers and subject to the restrictions contained in the last preceding Articles, the Directors shall have the following powers:

- (a) To carry out the office of the Company and exercise the powers contained in Clause III of the Memorandum of Association of the Company;
- (b) To pay the costs, charges and expenses preliminary and incidental to the formation, promotion, establishment and registration of the Company;
- (c) To pay and charge to the capital amount of the Company any interest lawfully payable thereat under the provisions of the Act;
- (d) To have the superintendence, control and direction over Managers or Managing Directors, whole-time Directors and all other officers of the Company;
- (e) To carry on business on the vacation of office by the Managing Director or Manager of the Company, if any;
- (f) To make calls on shareholders in respect of money unpaid on their shares;
- (g) To issue debentures/bonds;
- (h) To delegate, subject to the provisions of Section 292 of the Act, by a resolution passed at a meeting of the Board, to any Committee of the Board and/or Managing Director, the Manager or any other Principal Officer of the Company or in the case of a branch office of the branch office, the power.
 - (i) to borrow moneys otherwise than on debentures;
 - (ii) to invest the funds of the Company; and
 - (iii) to make loans;

Provided that every resolution delegating power under clause (i) shall specify the total amount outstanding at any 1 (one) time up to which moneys can be borrowed by the delegate. Every resolution delegating the power referred to in clause (ii) shall specify the total amount up to which the funds may be invested and the nature of investment which may be made by the delegate and every resolution delegating the power in clause (iii) shall specify the total amount up to which loans may be made by the delegate. The purposes for which the loan may

be made, and the maximum amount for loans which may be made for each purpose in an individual case:

Provided further that nothing in this Article shall be deemed to affect the right of the Company in General Meeting to impose restrictions and conditions on the exercise by the Board of any of the powers specified above.

- (i) To appoint at any time and from time to time by a Power of Attorney under seal, any person to be Attorney of the Company for such purposes and with such powers, authorities and directions (not exceeding those which are delegable by the Board under the Act or these Articles and for such period subject to such conditions as the Board may from time to time think fit, with powers for such Attorney(s) to sub-delegate all or any of the power, authorities and directions vested in the Attorney(s) for the time being;
- (j) To acquire by lease, mortgage, purchase or exchange or otherwise any property, lights, or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as the Board may think fit.
- (k) Subject to the provisions of section 293 of the Act, to sell, let, exchange, or otherwise dispose of absolutely or conditionally any property, rights, or privileges and undertaking of the Company upon such terms and conditions and for such considerations as the Board may think fit.
- (l) To open any account or accounts with such Banks or Banks as the Board may select or appoint and to operate on such accounts, to make, sign, draw, accept, endorse or otherwise execute all cheques, promissory notes, drafts, hundies, orders, bills of exchange, bills of lading and other negotiable instruments, to make and give receipts, release and other discharges for moneys payable to the Company and for the claims and demands of the Company, to make contracts and to execute deeds;
- (m) to determine from time to time who shall be entitled to sign on the Company's behalf, bills promissory notes, drafts, hundis, other negotiable instruments, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose;
- (n) to appoint officers, clerks and servants for permanent, temporary or special service, as also to absorb essential and required number of persons of the running units taken over as the Board may from time to time think fit and to determine, their powers and duties and fix their salaries and emoluments and

- to require security in such instances and of such amount as the Board may think fit and to remove or suspend any such officers, clerks and servants;
- (o) To sanction, pay and reimburse the officers and employees of the Company in respect of any expenses incurred by them on behalf of the Company;
 - (p) Subject to the provisions of sections 292, 293 (1)(e), 295, 369, 370, 372 and 373 of the Act, to invest the deal with any moneys of the Company not immediately required for the purposes thereof, upon such security (not being shares of the Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments, provided that (save as provided in section 49 of the Act) all investments shall be made and held in the Company's own name;
 - (q) subject to sections 292 and 247 of the Act, to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as the Board may think fit and in any such purchase or other acquisition to accept such title as the Board may believe or may be advised to be reasonably satisfactory;
 - (r) to secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as the Board may think fit;
 - (s) to borrow money and/or secure the payment of any sum or sums of money for the purpose of the Company, to issue bonds at a premium, discount or otherwise and with any special privileges, as to redemption, surrender or drawings.
 - (t) To refer claims or demands by or against the Company to arbitration;
 - (u) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of claims or demand by or against the Company and to appoint solicitors, advocates, counsels and other legal practitioners or advisers for such purposes or for any other purposes and to settle and pay their remuneration;
 - (v) To act on behalf of the Company in all matters of insolvency in which the Company is interested;

- (w) To appoint any person to accept and hold in trust for the Company any property belonging to the Company or in which it is interested, or for any other purposes and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees;
- (x) to execute, in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such guarantees, indemnities or assurances (whether or not secured on the property of the Company or any part thereof) as the Board may determine;
- (y) To pay and give gratuities, pensions and allowances to any person or persons including any Director, to his spouse children or other dependents, that may appear to the Board just or proper, whether any such person, widow, children or other dependents have not a Legal claim upon the Company and whether such person is still in the service of the Company or has any funds and pay premia for the purpose of provision of any such gratuity, pension or allowance;
- (z) To create and from time to time subscribe or contribute to provident and other associations, institutions, funds or trusts and to provide or subscribe or contribute towards places of instruction and recreation, hospitals and dispensaries medical and other attendance and other assistance as the Board shall think fit for the benefit of the employees and/or officers of the Company and their respective family members and subject to the provisions of section 293 (1)(e) of the Act to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral claim to support or aid by the Company, either by reason of locality of operation of public and general utility or otherwise;
- (aa) To establish, maintain, support and subscribe for any charitable or public object, any institution, society or club which may be for the benefit of the Company or its employees;
- (bb) To set aside portions of the profits of the Company, to form a fund or funds before recommending any dividends, for the objects mentioned above;
- (cc) To make and alter rules and regulations concerning the time and manner of payment of the contributions of the employees and the Company respectively to any such fund and also regarding accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal

thereof and otherwise in relation to the working and management of such fund as the Board may from time to time think fit;

- (dd) To exercise the powers conferred by section 50 of the Act with respect to having an official seal for use abroad;
- (ee) To exercise the power conferred, on the company by sections 157 and 158 of the Act with regard to the keeping of branch and foreign registers;
- (ff) To sell any goods or articles manufactured or produced by the Company or to purchase, obtain or acquire machinery, stores, goods or materials for the purposes of the Company or to sell the same when no longer required for those purposes;
- (gg) To determine by resolution from time to time the person/persons by name of office who shall be entitled to do all or any of the acts mentioned in these Articles of the Company, and
- (hh) To accept the surrender of any share by way of compromise on the question of the proper registration of the holder being properly registered in respect thereof subject to sections 100 to 104 of the Act.
- (ii) From time to time to make, vary and repeal notifications, regulations, circulars, office orders or by laws for the regulations of the business of the Company and/or the conduct of its officers and servants;
- (jj) To delegate to the Chairperson and Managing Director the powers subject to the provision of the Act; and
- (kk) To do all such acts, matter and things deemed necessary, proper or expedient for carrying on the business of the Company, except only such acts, matters or things as by the Act or by these Articles are expressly directed to be exercised by the Company in general meeting.

POWERS OF THE MANAGING DIRECTOR

76. The Managing Director shall perform such functions and exercise such powers as are delegated to him by the Board of Directors of the Company in accordance with the provisions of the Act.

ACCOUNTS AND AUDITORS

77. (a) (i) Once at least in every year the accounts of the Company shall be audited and the correctness of the Profit and Loss Accounts and Balance Sheet ascertained by 1 (one) or more Auditor or Auditors.